

SPINDLETOP OIL & GAS CO  
Form 10-Q  
May 20, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

**[ X ] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014**

**or**

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

*Commission File No. 000-18774*

**SPINDLETOP OIL & GAS CO.**

(Exact name of registrant as specified in its charter)

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Texas  
(State or other jurisdiction  
of incorporation or organization)

75-2063001  
(I.R.S. Employer  
Identification No.)

12850 Spurling Rd., Suite 200, Dallas, Texas  
(Address of principal executive offices)

75230  
(Zip Code)

(972-644-2581)  
(Registrant's telephone number, including area code)

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.  
Yes [ ] No [ X ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [ X ]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ X ] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes [ X ] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer [  ] Accelerated filer [  ]  
Non-accelerated filer [  ] Smaller reporting company [  ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. Yes [  ] No [  ]

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY**

**PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [  ] No [  ]

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common, as of the latest practicable date.

Common Stock, \$0.01 par value	6,936,269
(Class)	(Outstanding at May 20, 2014)

**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**

**FORM 10-Q**

**For the quarter ended March 31, 2014**

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**Part I - Financial Information****Item 1. - Financial Statements****SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	March 31, 2014 (Unaudited)	December 31, 2013
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 12,278,000	\$ 9,129,000
Accounts receivable, trade	2,583,000	3,633,000
Other short-term investments	400,000	400,000
Total Current Assets	15,261,000	13,162,000
<b>Property and Equipment - at cost</b>		
Oil and gas properties (full cost method)	26,945,000	24,823,000
Rental equipment	399,000	399,000
Gas gathering system	147,000	145,000
Other property and equipment	251,000	251,000
	27,742,000	25,618,000
Accumulated depreciation and amortization	(13,817,000)	(13,352,000)
Total Property and Equipment	13,925,000	12,266,000
<b>Real Estate Property - at cost</b>		
Land	688,000	688,000
Commercial office building	1,580,000	1,580,000
Accumulated depreciation	(718,000)	(705,000)
Total Real Estate Property	1,550,000	1,563,000
<b>Other Assets</b>		
Other long-term investments	1,200,000	1,200,000
Other	4,000	4,000
Total Other Assets	1,204,000	1,204,000
<b>Total Assets</b>	<b>\$ 31,940,000</b>	<b>\$ 28,195,000</b>

The accompanying notes are an integral part of these statements.



**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	March 31, 2014 (Unaudited)	December 31, 2013
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 6,225,000	\$ 3,935,000
Income tax payable	363,000	252,000
Tax savings benefit	97,000	97,000
<b>Total Current Liabilities</b>	<b>6,685,000</b>	<b>4,284,000</b>
<b>Noncurrent Liabilities</b>		
Asset Retirement obligation	1,146,000	1,107,000
<b>Total Noncurrent Liabilities</b>	<b>1,146,000</b>	<b>1,107,000</b>
<b>Deferred Income Tax Payable</b>	<b>2,053,000</b>	<b>1,763,000</b>
<b>Total Liabilities</b>	<b>9,884,000</b>	<b>7,154,000</b>
<b>Shareholders' Equity</b>		
Common Stock, \$.01 par value, 100,000,000 shares authorized; 7,677,471 shares issued and 6,936,269 shares outstanding at March 31, 2014 and at December 31, 2013.	77,000	77,000
Additional paid-in capital	943,000	943,000
Treasury Stock, at cost	(1,536,000)	(1,536,000)
Retained earnings	22,572,000	21,557,000
<b>Total Shareholders' Equity</b>	<b>22,056,000</b>	<b>21,041,000</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 31,940,000</b>	<b>\$ 28,195,000</b>

The accompanying notes are an integral part of these statements.

**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

Unaudited

	Three Months Ended March 31,	
	2014	2013
<b>Revenues</b>		
Oil and gas revenues	\$ 3,270,000	\$ 2,145,000
Revenue from lease operations	116,000	91,000
Gas gathering, compression, equipment rental	29,000	28,000
Real estate rental income	61,000	59,000
Interest Income	16,000	18,000
Other	76,000	27,000
Total Revenues	3,568,000	2,368,000
<b>Expenses</b>		
Lease operations	336,000	445,000
Production taxes, gathering and marketing	242,000	167,000
Pipeline and rental operations	20,000	8,000
Real estate operations	55,000	48,000
Depreciation and amortization	478,000	387,000
ARO accretion expense	29,000	10,000
General and administrative	887,000	768,000
Interest expense	-	6,000
Total Expenses	2,047,000	1,839,000
Income Before Income Tax	1,521,000	529,000
Current income tax provision	216,000	82,000
Deferred income tax provision (benefit)	290,000	(54,000)
Total income tax provision	506,000	28,000
<b>Net Income</b>	<b>\$ 1,015,000</b>	<b>\$ 501,000</b>
Earnings per Share of Common Stock		
Basic and Diluted	\$ 0.15	\$ 0.07
Weighted Average Shares Outstanding		
Basic and Diluted	6,936,269	6,936,269

The accompanying notes are an integral part of these statements.

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**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

	Three Months Ended Mar 31,	
	2014	2013
<b>Cash Flows from Operating Activities</b>		
Net Income	\$ 1,015,000	\$ 501,000
Reconciliation of net income to net cash provided by operating activities		
Depreciation and amortization	478,000	387,000
Accretion of asset retirement obligation	29,000	10,000
Changes in accounts receivable	1,050,000	484,000
Changes in prepaid income tax	-	(19,000)
Changes in accounts payable	2,290,000	(161,000)
Changes in current tax payable	111,000	(99,000)
Changes in asset retirement obligation	-	1,000
Changes in deferred tax payable	290,000	(54,000)
Net cash provided by operating activities	5,263,000	1,050,000
<b>Cash Flows from Investing Activities</b>		
Capitalized acquisition, exploration and development costs	(2,114,000)	(240,000)
Purchase of other property and equipment	-	(1,000)
Net cash used for investing activities	(2,114,000)	(241,000)
<b>Cash Flows from Financing Activities</b>		
Repayment of note payable to bank	-	(30,000)
Net cash used for financing activities	-	(30,000)
Increase in cash	3,149,000	779,000
Cash at beginning of period	9,129,000	7,151,000
Cash at end of period	\$ 12,278,000	\$ 7,930,000
Interest paid in cash	\$ -	\$ 6,000
Income taxes paid in cash	\$ 100,000	\$ 200,000

The accompanying notes are an integral part of these statements.

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**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1. BASIS OF PRESENTATION AND ORGANIZATION**

The accompanying financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by generally accepted accounting principles or those normally made in the Company's annual Form 10-K filing. Accordingly, the reader of this Form 10-Q may wish to refer to the Company's Form 10-K for the year ended December 31, 2013 for further information.

The consolidated financial statements presented herein include the accounts of Spindletop Oil & Gas Co., a Texas corporation ("the Company") and its wholly owned subsidiaries, Prairie Pipeline Co., a Texas corporation and Spindletop Drilling Company, a Texas corporation. All significant inter-company transactions and accounts have been eliminated.

In the opinion of management, the accompanying unaudited interim financial statements contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, the results of operations and changes in cash flows of the Company and its consolidated subsidiaries for the interim periods presented. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with generally accepted accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations.

Subsequent Events

The Company has evaluated subsequent events through the issuance date of this report of May 20, 2014.

**Item 2. - Management's Discussion and Analysis of Financial Condition and**

**Results of Operations**

**WARNING CONCERNING FORWARD LOOKING STATEMENTS**

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

This Report on Form 10-Q may contain forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and similar expressions which do not relate solely to historical matters are intended to identify forward-looking statements. These statements are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors, that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. We caution you that while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

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Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the factors listed and described at Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company's Form 10-K for the fiscal year ended December 31, 2013 (the "Form 10-K").

Uncertainties regarding the global economic and financial environment could lead to an extended national or global economic recession. A slowdown in economic activity caused by a recession would likely reduce national and worldwide demand for oil and natural gas and result in lower commodity prices for long periods of time. Costs of exploration, development and production have not yet adjusted to current economic conditions, or in proportion to the significant reduction in product prices. Prolonged, substantial decreases in oil and natural gas prices would likely have a material adverse effect on the Company's business, financial condition, and results of operations, and could further limit the Company's access to liquidity and credit, and could hinder its ability to satisfy its capital requirements.

In the past several years, capital and credit markets have experienced volatility and disruption. Given the levels of market volatility and disruption, the availability of funds from those markets may diminish substantially. Further, arising from concerns about the stability of financial markets generally and the solvency of borrowers specifically, the cost of accessing the credit markets has increased as many lenders have raised interest rates, enacted tighter lending standards, or altogether ceased to provide funding to borrowers.

Due to these potential capital and credit market conditions, the Company cannot be certain that funding will be available in amounts or on terms acceptable to the Company. The Company is evaluating whether current cash balances and cash flow from operations alone would be sufficient to provide working capital to fully fund the Company's operations. Accordingly, the Company is evaluating alternatives, such as joint ventures with third parties, or sales of interest in one or more of its properties. Such transactions, if undertaken, could result in a reduction in the Company's operating interests or require the Company to relinquish the right to operate the property. There can be no assurance that any such transactions can be completed or that such transactions will satisfy the Company's operating capital requirements. If the Company is not successful in obtaining sufficient funding or completing an alternative transaction on a timely basis on terms acceptable to the Company, the Company would be required to curtail its expenditures or restructure its operations, and the Company would be unable to continue its exploration, drilling, and recompletion program, any of which would have a material adverse effect on its business, financial condition, and results of operations.

The Obama administration has set forth budget proposals which if passed, would significantly curtail our ability to attract investors and raise capital. Proposed changes in the Federal income tax laws which would eliminate or reduce the percentage depletion deduction and the deduction for intangible drilling and development costs for small independent producers, will significantly reduce the investment capital available to those in the industry as well as our Company. Lengthening the time to expense seismic costs will also have an adverse effect on our ability to explore and find new reserves.

Other sections of this report may also include suggested factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks may emerge

from time to time and it is not possible for management to predict all such matters; nor can we assess the impact of all such matters on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and current reports on Form 8-K as we file them with the SEC, and to other materials we may furnish to the public from time to time through Forms 8-K or otherwise.

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## Results of Operations

### 2014 Compared to 2013

Oil and gas revenues for the first quarter of 2014 were \$3,270,000, as compared to \$2,145,000 for the same period in 2013, an increase of approximately \$1,125,000 or 52.45%.

Natural gas revenues for the first three months of 2014 were \$891,000 compared to \$639,000 for the same period in 2013, an increase of \$252,000 or 39.44%. Natural gas sales volumes for the first quarter of 2014 were approximately 184,000 mcf compared to approximately 196,000 mcf during the first quarter of 2013, a decrease of approximately 12,000 mcf or 6.1%.

Average natural gas prices received were \$4.64 per mcf in the first quarter of 2014 as compared to \$3.63 per mcf in the first quarter of 2013, an increase of approximately \$1.01 per mcf or 27.8%.

Oil sales for the first three months of 2014 were approximately \$2,379,000 compared to approximately \$1,506,000 in the first quarter of 2013, an increase of approximately \$873,000 or 58.0%. Of this net increase in oil sales, volumes for the first quarter of 2014 were approximately 20,900 bbls, compared to 15,600 bbls during the first quarter of 2013, an increase of approximately 5,300 bbls, or 34.0%.

Average oil prices received were \$113.76 per bbl in the first quarter of 2014 compared to \$96.80 per bbl in the first three months of 2013, an increase of approximately \$16.96 per bbl or 17.5%.

The increase in natural gas and oil revenues during the first quarter of 2014 as compared to the first quarter of 2013 is due primarily to the Company's increase participation in new wells during the last three quarters of 2013 that has carried forward into 2014.

Revenue from lease operations was \$116,000 in the first quarter of 2014 compared to \$91,000 in the first quarter of 2013, an increase of \$25,000 or 27.5%. This increase is due to primarily to increases in field supervision charged to operated leases plus a small increase in operator overhead charges to operated leases.

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Revenue from gas gathering, compression and equipment rental for the first quarter of 2014 was \$29,000 compared to \$28,000 in the first quarter of 2013, an increase of \$1,000 or 3.6%.

Real estate income was approximately \$61,000 during the first quarter of 2014 compared to \$59,000 for the first three months of 2013, an increase of approximately \$2,000, or 3.4%.

Interest income was \$16,000 during the first quarter of 2014, a decrease of approximately \$2,000, or 11.1% as compared to \$18,000 during the same period in 2013. Interest income is derived from investments in both short-term and long-term certificates of deposit.

Other income for the first three months of 2014 was \$76,000 as compared to \$27,000 for the same time period in 2013, an increase of \$49,000, or 181.5%. This change is due primarily to cash received of \$60,000 for a Farmout Agreement in the first quarter of 2014. From time to time, the Company farms out some its leasehold acreage to non-affiliated third parties for exploration and development drilling. Generally, the Company receives a one-time payment for the agreement. The revenues from these farm-out agreements vary in size and frequency and should not be considered as regularly recurring revenues that the Company receives.

Lease operations expense in the first quarter of 2014 was \$336,000 as compared to \$445,000 in the first quarter of 2013, a net decrease of approximately \$109,000, or 24.5%. Of this net decrease, approximately \$79,000 is due to decreased workover expenses between periods, approximately \$11,000 is due to decreased operating expenses for non-operated leases, and the remaining \$19,000 represents net increases and decreases on various properties due to general price fluctuations and levels of operation activity.

Production taxes, gathering and marketing expenses in the first quarter of 2014 were approximately \$242,000 as compared to \$167,000 for the first quarter of 2013, an increase of approximately \$75,000 or 44.9%. The increase is due to an approximate increase of \$56,000 in severance taxes, an approximate increase of \$14,000 in other marketing expenses, and an approximate \$5,000 increase in compression, gathering and transportation charges. These increases compared to the same period in 2013 are due mainly to the increased oil and gas production from the participation in new wells during the last three quarters of 2013 that has carried forward into 2014.

Pipeline and rental operations expenses for the first quarter of 2014 were \$20,000 compared to \$8,000 for the same time period in 2013, an increase of \$12,000, or 150.0% due to an increase in compressor repairs and maintenance.

Real estate operations expense in the first quarter of 2014 was approximately \$55,000 compared to \$48,000 during the same period in 2013, an increase of approximately \$7,000 or 14.6%. Approximately \$4,000 and \$3,000 was due to an increase in repairs and maintenance, and an increase in utilities between periods respectively.

Depreciation, depletion, and amortization expense for the first quarter of 2014 was \$478,000 as compared to \$387,000 for the first quarter of 2013, an increase of \$91,000, or 23.5%. \$460,000 of the amount for the first quarter of 2014 was for amortization of the full cost pool of capitalized acquisition, exploration, and development costs as compared with \$370,000 for the first quarter of 2013, an increase of \$90,000 or 24.3%. The Company re-evaluated its proved oil and gas reserve quantities as of December 31, 2013. This re-evaluated reserve base was reduced for oil and gas reserves that were produced or sold during the quarter and adjusted for newly acquired reserves or for changes in estimated production curves and future price assumptions. A depletion rate of 3.270% for the first quarter of 2014 was calculated and applied to the Company's full cost pool of capitalized oil and gas properties as compared to 2.951% for the first quarter of 2013.

Asset Retirement Obligation ("ARO") expense for the first three months of 2014 was approximately \$29,000 as compared to approximately \$10,000 for the same time period in 2013, an increase of \$19,000, or 190.0%. The ARO expense is calculated to be the discounted present value of the estimated future cost to plug and abandon the Company's producing wells.

General and administrative costs for the first quarter of 2014 were approximately \$887,000 as compared to approximately \$768,000 for the first quarter of 2013, an increase of \$119,000 or 15.5%. Approximately \$92,000 or 78% of the increase was related personnel costs and benefits. The remaining net increase in general and administrative costs of approximately \$27,000 or 22%, related to a combination of general office activities, insurance, and automobile expenses.

There was no interest expense for the first quarter of 2014. Interest expense was approximately \$6,000 for the first quarter of 2013. Effective December 27, 2013, the Company prepaid the remaining principal plus accrued interest on



the bank loan for the Company's office building.

### **Financial Condition and Liquidity**

The Company's operating capital needs, as well as its capital spending program are generally funded from cash flow generated by operations. Because future cash flow is subject to a number of variables, such as the level of production and the sales price of oil and natural gas, the Company can provide no assurance that its operations will provide cash sufficient to maintain current levels of capital spending. Accordingly, the Company may be required to seek additional financing from third parties in order to fund its exploration and development programs.

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#### **Item 4. - Controls and Procedures**

(a) As of the end of the period covered by this report, Spindletop Oil & Gas Co. carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Principal Executive Officer and Principal Financial and Accounting Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15 and 15d-15. Based upon the evaluation, the Company's Principal Executive Officer and Principal Financial and Accounting Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by the report.

(b) There have been no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

#### **Part II - Other Information**

##### **Item 5. – Other Information**

West Texas

During the fourth quarter of 2013, the Company spudded the Baldwin #1C well on October 26, 2013 in the Humphrey-Chapman Field in Haskell County, Texas. The well reached a total depth of 4,276 ft. in the Strawn formation. Production casing was set to total depth on November 3, 2013. Subsequent to the end of the year, on January 29, 2014, the well was perforated in the Strawn Sand from 4,245 ft. to 4,247 ft. and was broken down with lease oil. The well was temporarily plugged back on April 1, 2014 and the Strawn Lime was perforated from 4,072 ft. to 4,078 ft. and acidized with 750 gallons of 15% NEFE acid. The Strawn Lime was then fractured. The Company is currently swabbing back the frac fluids. The Company owns a 36.75% operated working interest and a 33.75% net revenue interest in the well.

South Texas

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During the first quarter of 2014, the Company spudded the Hynes #31 well on February 20, 2014 in the Papalote E. Field in Bee County, Texas. The well reached a total depth of 3,267 ft. in the Catahoula formation. The well was cased to TD and the Catahoula String sand was perforated from 3,241 ft. to 3,242.5 ft. The perforations were broken down with lease oil and the well was placed on pump producing at a rate of 32 bopd and 43 bswpd. The Company owns a 100% working interest with a 60.83984% net revenue interest in this well.

### Alabama

During the first quarter of 2014, the Company participated for a 7.7812% non-operated working interest with a 5.8359% net revenue interest in the drilling of the Jones 28-7, 4-13 well located in the Brooklyn Field of Conecuh County, Alabama. The well was drilled to a depth of 11,775 ft. and cased. The well was perforated in the Upper and Lower Smackover formation at a depth of 11,449 ft. to 11,462 ft. The well was acidized with 3,000 gallons of 15% NEFE acid on March 5, 2014. The well swab tested and recovered at 33 bo and 3 bw in a 12 hour period. The well is currently waiting on a fracture treatment.

For all of the above wells, the Company cautions that the initial production rates of a newly completed well or newly recompleted well or the production rates at the effective date of acquisition may not be an indicator of stabilized production rates or an indicator of the ultimate recoveries obtained.

**Item 6. - Exhibits**

The following exhibits are filed herewith or incorporated by reference as indicated.

Exhibit Designation	Exhibit Description
3.1 (a)	Amended Articles of Incorporation of Spindletop Oil & Gas Co. (Incorporated by reference to Exhibit 3.1 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)
3.2	Bylaws of Spindletop Oil & Gas Co. (Incorporated by reference to Exhibit 3.2 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)
31.1 *	Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.
31.2 *	Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934
32.1 *	Certification pursuant to 18 U.S.C. Section 1350

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\* filed herewith

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SPINDLETOP OIL & GAS CO.**  
(Registrant)

Date: May 20, 2014 By: /s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer

Date: May 20, 2014 By: /s/ Michelle H. Mazzini  
Michelle H. Mazzini  
Vice President, Secretary

Date: May 20, 2014 By: /s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer

Exhibit 31.1

CERTIFICATION

I, Chris G. Mazzini, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles; and

evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our  
(c) conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during  
(d) the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

all significant deficiencies and material weaknesses in the design or operation of internal control over financial  
(a) reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: May 20, 2014

By: /s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer

Exhibit 31.2

CERTIFICATION

I, Robert E. Corbin, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;
  
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and



evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our  
(c) conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during  
(d) the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

all significant deficiencies and material weaknesses in the design or operation of internal control over financial  
(a) reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: May 20, 2014

By:/s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Spindletop Oil & Gas Co. (the "Company"), on Form 10-Q for the quarter ended March 31, 2014 as filed with the Securities Exchange Commission on the date hereof (the "Report"), the undersigned Principal Executive Officer and Principal Financial and Accounting Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 20, 2014

By:/s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer

By:/s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer

